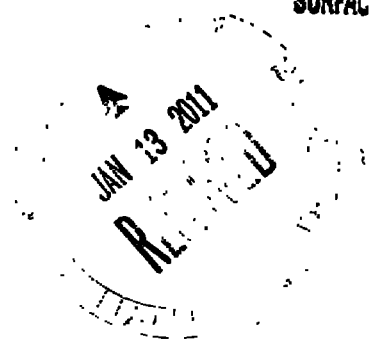


JAN 18 '11 -3 00 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018-4214



January 11, 2011

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W., Suite 100  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated December 20, 2010, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Daybrook Fisheries, Inc.  
136 Daybrook Rd.  
Highway 11, South  
Empire, LA 70050

A description of the railroad equipment covered by the enclosed document is for four (4) hopper cars; having NDYX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **Memorandum of Lease**

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

  
Marcia Dufne  
Senior Rail Documentation Specialist

Enclosure

(DAFI001)

JAN 18 '11 -3 00 PM

ASSGN. NO.: DAFI001

**MEMORANDUM OF LEASE**

SURFACE TRANSPORTATION BOARD 20<sup>th</sup>

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 20<sup>th</sup> day of December, 2010, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Daybrook Fisheries, Inc. ("Lessee"), a New Jersey corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of December 20, 2010, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of December 20, 2010, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR  
VICE PRESIDENT

By: Susan Grokulska

Title: \_\_\_\_\_

Name: SUSAN GROKULSKY  
ASSISTANT DIRECTOR  
Title: OF DOCUMENTATION

Executed on this 4<sup>th</sup> day of January, 2011.

[CORPORATE SEAL]

STATE OF ILLINOIS  
COUNTY OF COCK

I, GEORGIA FREIBURGER a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 4<sup>th</sup> day of January, 2011.

Georgia Freiburger  
Notary Public

My Commission Expires:

6-2012  
(Notary Public)



LESSEE:

DAYBROOK FISHERIES, INC.

ATTEST:

By: Scott Herbert

Name: Scott Herbert

Title: Vice President - Market Development

By: Lee M. Alexander

Name: Lee M. Alexander

Title: Owner's Representative

Executed on this 20<sup>th</sup> day of December, 2010.

[CORPORATE SEAL]

STATE OF LOUISIANA  
PARISH  
COUNTY OF ORLEANS

I, DANIEL T. PANCAMO, a Notary Public of the <sup>Parish</sup> ~~County~~ and State aforesaid, certify that SCOTT HERBERT personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 20<sup>th</sup> day of December, 2010.

Daniel T. Pancamo  
Notary Public

Commission Expires:

at death  
(Notary Public)

**DANIEL T. PANCAMO**  
**NOTARY PUBLIC**  
State of Louisiana  
Bar No. 19726  
My Commission is for Life

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: Four (4)

DESCRIPTION OF CARS: Covered hopper cars

CAR NUMBERS:

NDYX 878006

NDYX 878068

NDYX 878082

NDYX 878088